United States Bankruptcy Court
District of Minnesota

Voluntary Petition

Debtor	Joint Debtor
Name of Debtor (if individual, enter Last, First, Middle): Southwest-Tex Leasing Co., Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 74-2242912	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 6660 First Park Ten Blvd, Ste 116, San Antonio, TX — ZIP Code 78213-4211	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Bexar	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above): See attached

Type of Debtor
(Form of Organization)
(Check one box)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form.*
- ■ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business
(Check one box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ■ Other

Tax-Exempt Entity
(Check box, if applicable)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ■ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts
(Check one box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ■ Debts are primarily business debts.

Filing Fee (Check one box)

- ■ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ■ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,190,000.

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information *** Clinton E. Cutler 158094 ***

THIS SPACE IS FOR COURT USE ONLY

- ■ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

☐	☐	☐	☐	■	☐	☐	☐	☐	☐
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

☐	☐	☐	☐	☐	■	☐	☐	☐	☐
$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	$100,000,001 to $500 million	$500,000,001 to $1 billion	More than $1 billion

Estimated Liabilities

☐	☐	☐	☐	☐	■	☐	☐	☐	☐
$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	$100,000,001 to $500 million	$500,000,001 to $1 billion	More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): Southwest-Tex Leasing Co., Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X ____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

■ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

■ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

____
(Name of landlord that obtained judgment)

____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Southwest-Tex Leasing Co., Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X ______________________________
Signature of Debtor

X ______________________________
Signature of Joint Debtor

____
Telephone Number (If not represented by attorney)

____
Date

Signature of Attorney*

X /s/ Clinton E. Cutler
Signature of Attorney for Debtor(s)

Clinton E. Cutler 158094
Printed Name of Attorney for Debtor(s)

Fredrikson & Byron, P.A.
Firm Name

200 South Sixth Street
Suite 4000
Minneapolis, MN 55402-1425
Address

612.492.7000 Fax: 612.492.7077
Telephone Number

December 8, 2008
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Erik P. Dove
Signature of Authorized Individual

Erik P. Dove
Printed Name of Authorized Individual

President
Title of Authorized Individual

December 8, 2008
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X ______________________________
Signature of Foreign Representative

____
Printed Name of Foreign Representative

____
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

____
Printed Name and title, if any, of Bankruptcy Petition Preparer

____
Social-Security number (If the bankrutpcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

____
Address

X ______________________________

____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

LOCATION OF ASSETS

Texas

Location	Address	City	St	Zip
Houston Hobby Airport	8833 Airport Blvd	Houston	TX	77061-4105
Houston George Bush Airport	17330 Palmetto Pines, Ste. A-7	Houston	TX	77032-6520
Killeen	1801 E Veterans Memorial Blvd	Killeen	TX	76541-7332
Brenham	2626 Hwy 36 South	Brenham	TX	77833-0000
Killeen-Ft Hood Airport	8101 Clear Creek Dr., Ste. A113-A114	Killeen	TX	76549-2798
Temple	2601 S. General Bruce Dr	Temple	TX	76504-5824
Longview	304 N Spur 63	Longview	TX	75601-5005
Tyler	3313 S SW Loop 323	Tyler	TX	75701-9221
College Station Airport	1 McKenzie Terminal Blvd, Ste A/B/C	College Station	TX	77845-1583
Bryan	101 S. Texas Ave	Bryan	TX	77803-5306
College Station University	700 University Dr. East, Ste 114	College Station	TX	00007-7840
Waco Regional Airport	7909 Airport Road	Waco	TX	76708-5540
Waco	801 South 4th St	Waco	TX	76706-1035
Gatesville	2533 E Main St (Mike Craig Chrys-Dodg)	Gatesville	TX	76528-0000
Mt Pleasant	610 E 16th - Hwy 67 East	Mt Pleasant	TX	00007-5455
Austin Bergstrom Intl Airport	9229 Rental Car Lane	Austin	TX	78719-2335
Austin - South	4401 S Congress	Austin	TX	78745-1967
Austin - Northwest	13096 N Hwy 183	Austin	TX	78750-3253
Austin - North Central	8606 Research Blvd	Austin	TX	78758-8400
Austin - Downtown	1104 N IH-35	Austin	TX	78701-1901
San Antonio Airport	1308 Parkridge Dr.	San Antonio	TX	78216-4735
San Antonio - Downtown	450 E Third St	San Antonio	TX	78205-2045
San Antonio - Northwest	9203 IH 10 West @ Tioga	San Antonio	TX	78230-3164
San Antonio - North Central	16266 San Pedro	San Antonio	TX	78232-7030
New Braunfels	1401 E Huisache @ IH 35 South	New Braunfels	TX	78130-5726
Irving	2000 E Esters Rd, Suite 1	Irving	TX	75061-9538
Downtown Dallas - AAC	2500 Victory Avenue	Dallas	TX	75219-7601
DFW Airport	2424 E 38th St	Dallas	TX	75261-4515

Location	**Address**	**City**	**St**	**Zip**
North Arlington	908 S Collins St	Arlington	TX	76010-2500
Fort Worth - Downtown West	2841A White Settlement Rd	Fort Worth	TX	76108-0000
Dallas Love Field Airport	3307 W Mockingbird Lane	Dallas	TX	75235-5905
El Paso Airport	6535 De Havilland	El Paso	TX	79925-2032
El Paso - West	5045 S Desert Blvd	El Paso	TX	79912-0000
El Paso - East	1506 N Lee Trevino, Ste. B2	El Paso	TX	79936-5166
El Paso	1210 Airway Blvd	El Paso	TX	79925-2032
Las Cruces	126 E Amador	Las Cruces	NM	88001-3647
Corpus Christi Airport	1000 International Drive	Corpus Christi	TX	78406-1811
Corpus Christi	1913 N Padre Island Drive	Corpus Christi	TX	00007-8406
Corpus Christi South	2727 S Padre Island Drive	Corpus Christi	TX	78415-1807
Kingsville	201 S 6th St	Kingsville	TX	78363-5514
Edinburg	615 S. Closner	Edinburg	TX	78539-0000
Laredo Airport	5210 Bob Bullock Loop 20, Ste. 9	Laredo	TX	78041-8801
McAllen Airport	2500 Bicentennial	McAllen	TX	00007-8503
Harlingen Airport	3210 E. Grimes @ Loop 499	Harlingen	TX	78550-4552
McAllen - Wyndham Garden	2721 S 10th St	McAllen	TX	78503-3140
Harlingen Airport	3210 E Grimes @ Loop 499	Harlingen	TX	78550-4552
Brownsville Airport	700 S Minnesota Ave	Brownsville	TX	78521-5738

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Minnesota

In re Southwest-Tex Leasing Co., Inc. Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
ORBITZ 500 WEST MADISON STE 1000 CHICAGO, IL 60661	BRIAN ALBANO ORBITZ 500 WEST MADISON, STE 1000 CHICAGO, IL 60661 (312) 260-8273	Goods and or/Services		834,693.02
TRAVELOCITY.COM LP 15100 TRINITY BLVD FORT WORTH, TX 76155-0273	ALEX GOODMAN TRAVELOCITY.COM LP 15100 TRINITY BLVD FORT WORTH, TX 76155-0273 (978) 409-2681	Goods and or/Services		630,662.37
EXPEDIA 3150 139TH AVE SE BELLEVUE, WA 98005	MICHAEL TRIBUCH EXPEDIA 3150 139TH AVE SE BELLEVUE, WA 98005 (425) 679-344	Goods and or/Services		618,365.94
WORLDSPAN DRAWER CS 198537 ATLANTA, GA 30384-8537	MEDHA HEGDE WORLDSPAN DRAWER CS 198537 ATLANTA, GA 30384-8537 (770) 563-6359	Goods and or/Services		577,754.20
FLEET FUELING PO BOX 6293 CAROL STREAM, IL 60197-6293	CHRISSY PEYTON FLEET FUELING PO BOX 6293 CAROL STREAM, IL 60197-6293 (207) 523-6547	Goods and or/Services		434,356.83
CARLTON FINANCIAL CORP 1907 E WAYZATA BLVD SUITE 180 WAYZATA, MN 55391	CREDIT DEPARTMENT CARLTON FINANCIAL CORP 1907 E WAYZATA BLVD, SUITE 180 WAYZATA, MN 55391 (952) 831-4490	Goods and or/Services		359,378.30
SOUTHWEST AIRLINES PO BOX 97749 DALLAS, TX 75397	CREDIT DEPARTMENT SOUTHWEST AIRLINES PO BOX 97749 DALLAS, TX 75397 (214) 792-4244	Goods and or/Services		316,183.21

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In re Southwest-Tex Leasing Co., Inc. Case No. ____________

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
CARSARRIVE NETWORK, INC 103 WESTPARK DRIVE SUITE D PEACHTREE CITY, GA 30269	ANNA KATE CARSARRIVE NETWORK, INC 103 WESTPARK DRIVE, SUITE D PEACHTREE CITY, GA 30269 (866) 457-2277 x5044	Goods and or/Services		295,099.53
CARRENTALS.COM 111 TOWN SQUARE PLACE JERSEY CITY, NJ 07310	PETER ZIMMERMAN CARRENTALS.COM 111 TOWN SQUARE PLACE JERSEY CITY, NJ 07310 (201) 626-3818	Goods and or/Services		253,748.96
ACCRETIVE SOLUTIONS 36992 TREASURY CENTER CHICAGO, IL 60694-6900	MIKE REINECKE ACCRETIVE SOLUTIONS 36992 TREASURY CENTER CHICAGO, IL 60694-6900 (631) 840-3826	Goods and or/Services		244,397.50
SONORAN NATIONAL INSURANCE 7502 E PINNACLE PEAK B-210 SCOTTSDALE, AZ 85255	DENNIS A. WEBER SONORAN NATIONAL INSURANCE 7502 E PINNACLE PEAK, B-210 SCOTTSDALE, AZ 85255 (817) 820-8260	Goods and or/Services		237,649.35
THE SABRE INC. 7285 COLLECTION CENTER DRIVE CHICAGO, IL 60693	CREDIT DEPARTMENT THE SABRE INC. 7285 COLLECTION CENTER DRIVE CHICAGO, IL 60693 (800) 892-5108	Goods and or/Services		230,338.90
CREDIT UNION SERVICES 8131 LBJ FREEWAY, STE 400 DALLAS, TX 75251	JUDY COGGSHALL CREDIT UNION SERVICES 8131 LBJ FREEWAY, STE 400 DALLAS, TX 75251 (972) 301-4735	Goods and or/Services		178,884.06
TRAVELERS 91287 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	CREDIT DEPARTMENT TRAVELERS 91287 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693 (800) 238-6225	Goods and or/Services		163,987.00
CHEAPTICKETS 23508 NETWORK PLACE CHICAGO, IL 60673	BRIAN ALBANO CHEAPTICKETS 23508 NETWORK PLACE CHICAGO, IL 60673 (312) 260-8273	Goods and or/Services		159,664.10
LESLIE SAUNDERS 1535 N DALE MABRY HWY LUTZ, FL 33548	DEBBIE HAMILTON LESLIE SAUNDERS 1535 N DALE MABRY HWY LUTZ, FL 33548 (770) 521-1054	Goods and or/Services		153,243.36

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B4 (Official Form 4) (12/07) - Cont.

In re Southwest-Tex Leasing Co., Inc. Case No. ______________

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
DELTA LOYALTY MANAGEMENT SERVICES PO BOX 101404 ATLANTA, GA 30392-1404	CREDIT DEPARTMENT DELTA LOYALTY MGMT SVCS PO BOX 101404 ATLANTA, GA 30392-1404 (404) 773-3480	Goods and or/Services		153,036.36
MANSFIELD OIL COMPANY PO BOX 934067 ATLANTA,, GA 31193-4067	CREDIT DEPARTMENT MANSFIELD OIL COMPANY PO BOX 934067 ATLANTA,, GA 31193-4067 (800) 695-6628	Goods and or/Services		138,530.47
EAGLE TRAVEL SYSTEMS 11860 S LA CIENEGA BLVD HAWTHORNE, CA 90250	CHRIS M. EAGLE TRAVEL SYSTEMS 11860 S LA CIENEGA BLVD HAWTHORNE, CA 90250 (417) 739-3100	Goods and or/Services		134,560.00
PRICELINE.COM 800 CONNECTICUT AVE NORWALK, CT 06854	ANOOP SONI PRICELINE.COM 800 CONNECTICUT AVE NORWALK, CT 06854 (203) 299-8694	Goods and or/Services		126,469.06

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date December 8, 2008 Signature /s/ Erik P. Dove

Erik P. Dove

President

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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United States Bankruptcy Court
District of Minnesota

In re Southwest-Tex Leasing Co., Inc. Debtor(s)

Case No.
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Southwest-Tex Leasing Co., Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

ARC Venture Holding
500 Ford Road
Minneapolis, MN 55426

☐ None [*Check if applicable*]

December 8, 2008
Date

/s/ Clinton E. Cutler
Clinton E. Cutler 158094
Signature of Attorney or Litigant
Counsel for Southwest-Tex Leasing Co., Inc.
Fredrikson & Byron, P.A.
200 South Sixth Street
Suite 4000
Minneapolis, MN 55402-1425
612.492.7000 Fax:612.492.7077

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Form 1008-1 - Proof Of Authority To Sign And File Petition

United States Bankruptcy Court
District of Minnesota

In re Southwest-Tex Leasing Co., Inc. — Debtor(s)

Case No. ______

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Erik P. Dove, declare under penalty of perjury that I am the Sole Director of Southwest-Tex Leasing Co., Inc., a Texas corporation and that on December 5, 2008 the following resolution was duly adopted by the Board of Directors of this Company:

"Whereas, it is in the best interest of the Company to file a voluntary petition in the United States Bankruptcy Court for the District of Minnesota pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Erik P. Dove, President and Assistant Secretary, or such other officer of the Company as he may designate is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that Erik P. Dove, President and Assistant Secretary, or such other officer of the Company as he may designate is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with each such bankruptcy case; and

Be It Further Resolved, that Erik P. Dove, President and Assistant Secretary, is authorized and directed to employ the law firm of Fredrikson & Byron, P.A. to represent the Company in such bankruptcy case; and

Be it Further Resolved, that any action taken prior to the effective date of the resolutions by the officers of the Company, or any of them, and other persons appointed to act on the Company's behalf in connection with the foregoing resolutions, are hereby ratified, confirmed and approved by the Company."

December 8, 2008 Date   Signature /s/ Erik P. Dove
Erik P. Dove
President and Assistant Secretary

LOCAL RULE REFERENCE: 1008-1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	Chapter 11 Bankruptcy
ARC Venture Holding, Inc.,	Case No. 08-________
Southwest-Tex Leasing Co., Inc., d/b/a/ Advantage	Case No. 08-________
Advantage Rent-A-Car, Inc.	Case No. 08-________
Coast Leasing Corp.	Case No. 08-________
Floral Leasing Corp.	Case No. 08-________
Iliad Leasing Corp.	Case No. 08-________
Miso Leasing Corp.	Case No. 08-________
Nugget Leasing Corp.	Case No. 08-________
Okra Leasing Corp.	Case No. 08-________
Rainier Leasing Corp.	Case No. 08-________
San Antonio Rental & Leasing Co., Inc.	Case No. 08-________
Steamboat Springs Rental & Leasing Co., Inc.	Case No. 08-________
Sun Leasing Corporation	Case No. 08-________
Tradewinds U-Drive, Inc.	Case No. 08-________
Ute Leasing Corporation	Case No. 08-________

SIGNATURE DECLARATION

☐ PETITION, SCHEDULES & STATEMENTS
☐ CHAPTER 13 PLAN
☐ SCHEDULES AND STATEMENTS ACCOMP ANYING VERIFIED CONVERSION
☐ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
☐ MODIFIED CHAPTER 13 PLAN
☒ OTHER (Please describe: Petition, 20 Largest Creditors, Statement Regarding Authority to Sign and File Petition, Statement of Attorney and Corporate Ownership Statement)

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I [We], the undersigned debtor(s) or authorized representative of the debtor, ***make the following declarations under penalty of perjury:***

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- [**individual debtors only**] If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- [**corporate and partnership debtors only**] I have been authorized to file this petition on behalf of the debtor.

Date: December 8, 2008

X ______________________________ **X** ______________________________

Signature of Debtor or Authorized Representative | Signature of Joint Debtor

Erik P. Dove

Printed Name of Debtor or Authorized Representative | Printed Name of Joint Debtor

Form ERS 1 (Rev. 10/03)

Form 1007-1 – Statement Of Compensation By Debtor's Attorney

United States Bankruptcy Court
District of Minnesota

In re:	Chapter 11 Bankruptcy
ARC Venture Holding, Inc.,	Case No. 08-________
Southwest-Tex Leasing Co., Inc., d/b/a/ Advantage	Case No. 08-________
Advantage Rent-A-Car, Inc.	Case No. 08-________
Coast Leasing Corp.	Case No. 08-________
Floral Leasing Corp.	Case No. 08-________
Iliad Leasing Corp.	Case No. 08-________
Miso Leasing Corp.	Case No. 08-________
Nugget Leasing Corp.	Case No. 08-________
Okra Leasing Corp.	Case No. 08-________
Rainier Leasing Corp.	Case No. 08-________
San Antonio Rental & Leasing Co., Inc.	Case No. 08-________
Steamboat Springs Rental & Leasing Co., Inc.	Case No. 08-________
Sun Leasing Corporation	Case No. 08-________
Tradewinds U-Drive, Inc.	Case No. 08-________
Ute Leasing Corporation	Case No. 08-________

STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtor(s) in this case and files this statement as required by applicable rules.

2. (a) The filing fee paid by the undersigned to the clerk for the debtor(s) in each case is: $1,039.00

   (b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: hourly rate as allowed by the Court

   (c) Prior to filing this statement, the debtor(s) paid to the undersigned: Approximately $60,000

   (d) The unpaid balance due and payable by the debtors(s) to the undersigned is: See 2(b)

3. The services rendered or to be rendered include the following:

   (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;

   (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;

   (c) representation of the debtor(s) at the meeting of creditors;

   (d) negotiations with creditors; and representation in Chapter 11.

4. The source of all payments by the debtor(s) to the undersigned was or will be from earnings or other current compensation of the debtor(s), and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor(s), except as follows:

5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: December 8, 2008

Signed: /s/ Clinton E. Cutler

Clinton E. Cutler (#158094)
Attorney for Debtor(s)
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
612.492.7000 Fax: 612.492-7077